

PUBLIX SUPER MARKETS INC  
 Form 4  
 April 01, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PHILLIPS DAVID P**

2. Issuer Name and Ticker or Trading Symbol  
**PUBLIX SUPER MARKETS INC  
 [NONE]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**P.O. BOX 407**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/30/2011**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Chief Financial Officer**

**LAKELAND, FL 33802**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |             |   |                           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------------|---|---------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |             |   |                           |
| Common Stock                    | 03/01/2011                           |  | J                              | V   | 35.8852   | A  | \$ 20.9                           | 1,525.6048  | I | By 401(k)<br>(1) (2) (3)  |
| Common Stock                    | 03/01/2011                           |  | J                              | V   | 971.6598  | A  | \$ 20.9                           | 62,932.6049 | I | By ESOP<br>(4) (5)        |
| Common Stock                    | 03/30/2011                           |  | P                              |   | 2,000   | A  | \$ 20.9                           | 17,000      | I | By Custodian For Children |
| Common Stock                    | 03/30/2011                           |  | P                              |   | 7,000   | A  | \$ 20.9                           | 189,175     | D |                           |
|                                 | 03/31/2011                           |  | P                              |   | 1,000   | A  |                                   | 18,000      | I |                           |

|                 |            |   |                                    |
|-----------------|------------|---|------------------------------------|
| Common<br>Stock | \$<br>20.9 |   | By<br>Custodian<br>For<br>Children |
| Common<br>Stock | 17,025     | I | By IRA                             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| PHILLIPS DAVID P<br>P.O. BOX 407<br>LAKELAND, FL 33802 |               |           | Chief Financial Officer |       |

## Signatures

|   |            |
|---|------------|
| /s/ Monica Allman, POA on file for David Phillips | 04/01/2011 |
| **Signature of Reporting Person                   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

## Edgar Filing: PUBLIX SUPER MARKETS INC - Form 4

- (1) Acquired under the Publix Super Markets, Inc. 401(k) SMART Plan. Transaction exempt under rule 16b -3(c).
- (2) Acquired under the Publix Super Markets, Inc. 401(k) SMART Plan. Transaction exempt under rule 16b -3(c). The number of shares reported has been adjusted for the 5-for-1 split of Publix Super Markets, Inc. common stock effective July 1, 2006.
- (3) Acquired under the Publix Super Markets, Inc. 401(k) SMART Plan. Transaction exempt under rule 16b-3(c).
- (4) Acquired under the Publix Super Markets, Inc. Employee Stock Ownership Plan. Transaction exempt under rule 16b-3(c).
- (5) Acquired under the Publix Super Markets, Inc. Employee Stock Ownership Plan. Transaction exempt under rule 16b-3(c). The number of shares reported has been adjusted for the 5-for-1 split of Publix Super Markets, Inc. common stock effective July 1, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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